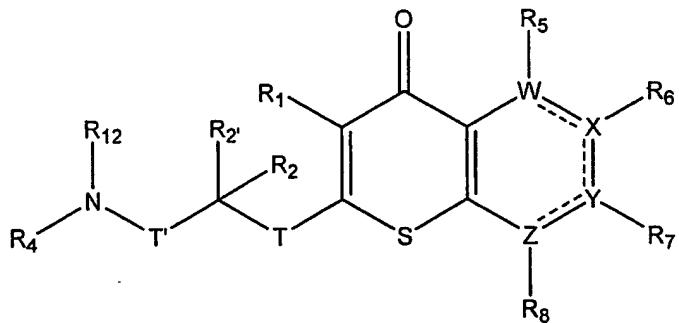


What is claimed is:

1. A compound selected from the group represented by Formula I:



Formula I

wherein:

W, X, Y, and Z are independently N, C, CH, O, or S; and Z is optionally absent, provided that:

no more than two of W, X, Y, and Z is $-N=$, and

W, X, or Y can be O or S only when Z is absent;

the dashed lines in the structure depict optional double bonds;

T and T' are independently a covalent bond, $-C(O)-$, or optionally substituted lower alkylene;

R₁ is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

R₂ and R_{2'} are independently chosen from hydrogen, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R₂ and R_{2'} taken together form an optionally substituted 3- to 7-membered ring;

R₁₂ is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, $-C(O)-R_3$, and $-S(O)_2-R_{3a}$;

R_3 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, $R_{15}O$ - and $R_{17}NH$ -;

R_{3a} is chosen from optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, and $R_{15}NH$ -;

R_4 is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-;

or R_4 taken together with R_{12} , and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

or R_4 taken together with R_2 form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

R_5 , R_6 , R_7 and R_8 are independently chosen from hydrogen, acyl, optionally substituted alkyl-, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, optionally substituted amino, alkylsulfonyl-, alkylsulfonamido-, alkylthio-, carboxyalkyl-, aminocarbonyl-, optionally substituted aryl and optionally substituted heteroaryl-, provided that R_5 , R_6 , R_7 and R_8 is absent where W, X, Y, or Z, respectively, is $-N=$, O, S or absent;

R_{15} is chosen from optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, and optionally substituted heteroaralkyl-; and

R_{17} is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, or optionally substituted heteroaralkyl-,

or a pharmaceutically acceptable salt or solvate thereof.

2. The compound of Claim 1 comprising one or more of the following:
one or both of T and T' is a covalent bond;

W, X, Y and Z are independently $-C=$ or $-N=$;

R₁ is hydrogen, optionally substituted C₁-C₄ alkyl, optionally substituted phenyl-C₁-C₄-alkyl-, optionally substituted heteroaryl-C₁-C₄-alkyl-, optionally substituted naphthalenylmethyl, optionally substituted phenyl, or naphthyl;

R₂ is optionally substituted C₁-C₄ alkyl;

R₂ is hydrogen;

R₁₂ is $-C(O)R_3$;

R₃ is selected from optionally substituted C₁-C₈ alkyl, optionally substituted aryl-C₁-C₄-alkyl-, optionally substituted heteroaryl-C₁-C₄-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R₁₅O- and R₁₇-NH-;

R₁₅ is chosen from optionally substituted C₁-C₈ alkyl and optionally substituted aryl. ;

R₁₇ is chosen from hydrogen, C₁-C₄ alkyl; cyclohexyl; phenyl; and phenyl substituted with halo, C₁-C₄ alkyl, C₁-C₄ alkoxy, or C₁-C₄ alkylthio;

R₄ is chosen from hydrogen, C₁-C₄ alkyl; cyclohexyl; phenyl substituted with hydroxyl, C₁-C₄ alkoxy or C₁-C₄ alkyl; benzyl; heteroaryl methyl-; heteroarylethyl-; heteroarylpropyl-; and R₁₆-alkylene-;

R₁₆ is hydroxyl, di(C₁-C₄ alkyl)amino-, (C₁-C₄ alkyl)amino-, amino, C₁-C₄ alkoxy-, or N-heterocycl-, particularly pyrrolidino, piperidino or imidazolyl.; and

R₅, R₆, R₇ and R₈ are independently methoxy, hydrogen, cyano, or halo, provided that R₅, R₆, R₇ and R₈ is absent where W, X, Y, or Z, respectively, is $-N=$.

3. The compound of Claim 2 comprising one or more of the following:

both T and T' are covalent bonds;

W, X, Y and Z are C;

R₁ is optionally substituted phenyl-C₁-C₄-alkyl- or optionally substituted heteroaryl-C₁-C₄-alkyl-.

R₂ is ethyl or propyl;

R_3 is optionally substituted C_1 - C_8 alkyl, optionally substituted heteroaryl, or optionally substituted aryl;

R_4 is R_{16} -alkylene-;

R_{16} is amino, C_1 - C_4 alkylamino-, di(C_1 - C_4 alkyl)amino-, C_1 - C_4 alkoxy-, hydroxyl, or N-heterocyclyl;

R_5 is amino, alkylamino, trifluoromethyl, hydrogen or halo;

R_6 is hydrogen, alkyl, or halo;

R_7 is hydrogen, halo, alkyl, alkoxy, cyano, or trifluoromethyl; and

R_8 is hydrogen or halo.

4. The compound of Claim 3 comprising one or more of the following:

R_1 is naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chlorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, or naphthalenylmethyl;

R_2 is *i*-propyl;

R_3 is toyl, halophenyl, halomethylphenyl, hydroxymethylphenyl, methylenedioxophenyl, formylphenyl or cyanophenyl;

R_4 is R_{16} -alkylene-;

R_{16} is amino;

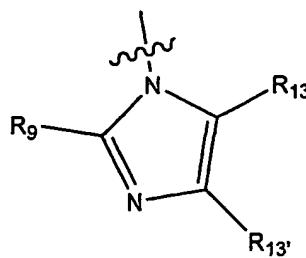
R_5 , R_6 , and R_8 are hydrogen; and

R_7 is cyano, methoxy or halogen.

5. The compound of claim 4 wherein R_1 is benzyl, cyanobenzyl, methoxybenzyl, or naphthalenylmethyl.

6. The compound of claim 5 wherein R_1 is benzyl.

7. The compound of claim 1, wherein R_4 taken together with R_{12} and the nitrogen to which they are bound, forms an optionally substituted imidazolinyl ring of the formula:



wherein

R₉ is chosen from hydrogen, optionally substituted C₁-C₈ alkyl, optionally substituted aryl, optionally substituted aryl-C₁-C₄-alkyl -, optionally substituted heteroaryl-C₁-C₄-alkyl -, optionally substituted aryl-C₁-C₄-alkoxy -, optionally substituted heteroaryl-C₁-C₄-alkoxy -, optionally substituted heteroaryl-; and

R₁₃ and R_{13'} are independently hydrogen, optionally substituted C₁-C₈ alkyl, optionally substituted aryl, or optionally substituted aryl-C₁-C₄-alkyl - (especially optionally substituted alkyl).

8. The compound of claim 7 comprising one or more of the following:

R₉ is phenyl substituted with C₁-C₄-alkyl, C₁-C₄-alkoxy-, and/or halo; phenyl; or benzyl;

R₁₃ is hydrogen; and

R_{13'} is substituted C₁-C₄ alkyl.

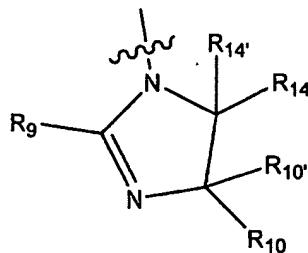
9. The compound of claim 8 comprising one or more of the following:

R₉ is tolyl; halophenyl; or halomethylphenyl;

R₁₃ is hydrogen; and

R_{13'} is aminomethyl, aminoethyl, aminopropyl, acetylamino-methyl, acetylaminoethyl, benzyloxycarbonylamino-methyl or benzyloxycarbonylamino-ethyl.

10. The compound of claim 1 wherein R₁₂ taken together with R₄ forms an optionally substituted imidazolyl ring of the formula:



wherein

R₉ is chosen from hydrogen, optionally substituted C₁-C₈ alkyl, optionally substituted aryl, optionally substituted aryl-C₁-C₄-alkyl -, and optionally substituted heteroaryl-; and

R₁₀, R_{10'}, R₁₄, and R_{14'} are independently chosen from hydrogen, optionally substituted C₁-C₈ alkyl, optionally substituted aryl, and optionally substituted aryl-C₁-C₄-alkyl -.

11. The compound of claim 10 comprising one or more of the following:

R₉ is methylenedioxyphenyl; phenyl; phenyl substituted with C₁-C₄ alkyl, C₁-C₄ alkoxy, and/or halo; or benzyl; and

R₁₀, R_{10'}, R_{14'}, and R₁₄ are independently hydrogen or optionally substituted alkyl.

12. The compound of claim 11 comprising one or more of the following:

R₉ is methylenedioxyphenyl-; phenyl; or phenyl substituted with methoxy, halo and/or methyl;

R₁₀ and R_{10'} are independently selected from the group consisting of hydrogen or optionally substituted C₁-C₄ alkyl; and

R_{14'} and R₁₄ are hydrogen.

13. The compound of any of the above claims wherein the stereogenic center to which R₂ and R_{2'} are attached is of the R configuration.

14. A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 1-12.

15. A method of treatment comprising administering an effective amount of a compound of any of Claims 1-12 to a patient suffering from a cellular proliferative disease.
16. The method of Claim 15 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.
17. A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 1 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.
18. A kit comprising a compound of any of Claims 1-12 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.